

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
CORE SCIENTIFIC, INC., et al.,	§	Case No. 22-90341 (DRJ)
	§	
Debtors.¹	§	(Jointly Administered)
	§	

**APPLICATION OF DEBTORS FOR
AUTHORITY TO RETAIN AND EMPLOY
WEIL, GOTSHAL & MANGES LLP AS ATTORNEYS
FOR DEBTORS EFFECTIVE AS OF PETITION DATE**

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSB.USCOURTS.GOV/](https://ecf.txsb.uscourts.gov/) WITHIN TWENTY-ONE DAYS FROM THE DATE THIS MOTION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN OBJECTION THAT IS ACTUALLY RECEIVED BY THE CLERK WITHIN TWENTY-ONE DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

Core Scientific, Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represent as follows in support of this application (the “**Application**”):

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

Background

1. On December 21, 2022 (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 1015-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Local Rules**”).

2. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

3. Additional information regarding the Debtors’ business and capital structure and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Michael Bros in Support of the Debtors’ Chapter 11 Petitions* (Docket No. 5) (the “**First Day Declaration**”).²

Jurisdiction

4. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the First Day Declaration.

Relief Requested

5. By this Application, pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b), and Bankruptcy Local Rules 2014-1 and 2016-1, the Debtors request entry of an Order (i) authorizing the retention and employment of Weil, Gotshal & Manges LLP (“**Weil**” or the “**Firm**”) as attorneys for the Debtors effective as of the Petition Date and (ii) granting related relief.

6. The Debtors request that the Court approve the retention of Weil, under a general retainer, as their attorneys to perform the extensive legal services that will be required during these chapter 11 cases in accordance with Weil’s normal hourly rates in effect when services are rendered and Weil’s normal reimbursement policies. In support of this Application, the Debtors submit the declaration of Ray C. Schrock, a partner of Weil, which is annexed hereto as **Exhibit A** (the “**Schrock Declaration**”), and the declaration of Todd DuChene, President and Chief Legal Officer of Core Scientific, which is annexed hereto as **Exhibit B** (the “**DuChene Retention Declaration**”).

7. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit C** (the “**Proposed Order**”).

Relief Requested Should Be Granted

8. Section 327(a) of the Bankruptcy Code provides that “the trustee, with the court’s approval, may employ one or more attorneys . . . that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee’s duties under [the Bankruptcy Code].” 11 U.S.C. § 327(a).

Weil's Qualifications

9. Since 2018, Weil has represented the Debtors with respect to various matters, including certain transactional and litigation matters. Beginning in October 2022, Weil has represented the Debtors with respect to their ongoing litigation with Celsius Network LLC (“**Celsius**”) in the Celsius chapter 11 cases. At around the same time, Weil began advising the Debtors in connection with their evaluation and execution of certain strategic initiatives to help preserve and maximize the Company’s enterprise value. As a result of its prepetition engagement, Weil possesses an in-depth knowledge of the Debtors’ capital structure and has gained additional insight into the current condition of the Debtors’ industry, business, and operations. Specifically, Weil was extensively involved in (i) prepetition negotiations with the Debtors’ key economic stakeholders (including the Debtors’ restructuring efforts as discussed in greater detail in the First Day Declaration), (ii) analyzing strategic alternatives with respect to the Debtors’ capital structure and restructuring, (iii) negotiating and executing a restructuring support agreement (the “**RSA**”) with an ad hoc group of Convertible Noteholders (the “**Ad Hoc Noteholder Group**”), (iv) securing a \$75 million DIP Facility, and (v) the preparation and commencement of these chapter 11 cases. Accordingly, the Debtors believe Weil is uniquely situated with the necessary background to address the potential legal issues that may arise in the context of the Debtors’ chapter 11 cases.

10. The Debtors have also selected Weil as their attorneys because of the Firm’s extensive general experience and knowledge, including Weil’s recognized expertise in the field of debtors’ protections, creditors’ rights, and the administration of cases under chapter 11 of the Bankruptcy Code. For example, Weil currently represents or has represented, among others, the following debtors and their affiliates: Phoenix Services Topco, LLC; Talen Energy Supply, LLC;

Kabbage, Inc.; SAS AB; Ruby Pipeline; All Year Holdings Ltd.; Evergreen Gardens Mezz LLC; CBL & Associates Properties, Inc., Fieldwood Energy LLC; Brooks Brothers Group, Inc.; Briggs & Stratton Corporation; VIVUS, Inc.; CEC Entertainment, Inc.; ORG GC Midco, LLC; NPC International, Inc.; Chisholm Oil and Gas Operating, LLC; Exide Technologies, LLC; Gavilan Resources, LLC; 24 Hour Fitness Worldwide; SpeedCast International Limited; Chinos Holdings, Inc.; Kingfisher Midstream LLC; EP Energy Corporation; Halcon Resources Corporation; Fusion Connect, Inc.; Insys Therapeutics, Inc.; CTI Foods, LLC; Ditech Holding Corporation; PG&E Corporation and Pacific Gas and Electric Company; Checkout Holding Corp.; Waypoint Leasing Holdings Ltd.; LBI Media, Inc.; Sears Holdings Corporation; Tops Holding Company LLC; Southeastern Grocers, LLC; Claire's Inc.; Walter Inv. Mgmt. Corp.; Westinghouse Electric Company LLC; TK Holdings Inc.; Angelica Corp.; Azure Midstream Partners, LP; Memorial Production Partners LP; CHC Group Ltd.; Breitburn Energy Partners LP; American Gilsonite Company; and Aéropostale, Inc.

11. The Debtors have been informed that Alfredo R. Pérez, a partner of Weil who will be employed in these chapter 11 cases, is a member in good standing of, among others, the Bar of the State of Texas and the United States District Court for the Southern District of Texas. Other partners of, counsel to, and associates of Weil who will be employed in these cases are members in good standing of other bars and courts. Accordingly, Weil is both well qualified and uniquely able to represent the Debtors in their chapter 11 cases in an efficient and effective manner.

Scope of Services

12. The employment of Weil under a general retainer, and in accordance with its normal hourly rates and disbursement policies in effect from time to time, is appropriate and necessary to enable the Debtors to execute faithfully their duties as debtors and debtors in

possession and to prosecute their chapter 11 cases. Subject to further order of this Court, it is proposed that Weil be employed to render the following professional services:

- a. take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved and the preparation of objections to claims filed against the Debtors' estates;
- b. prepare on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports and other papers in connection with the administration of the Debtors' estates;
- c. take all necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates;
- d. if necessary, take all appropriate actions in connection with the sale of any or all of the Debtors' assets pursuant to section 363 of the Bankruptcy Code, or otherwise;
- e. perform all other necessary legal services in connection with the prosecution of these chapter 11 cases; *provided, however*, that to the extent Weil determines that such services fall outside of the scope of services historically or generally performed by Weil as lead debtors' counsel in a bankruptcy case, Weil will file a supplemental declaration.

13. It is necessary for the Debtors to employ attorneys to render the foregoing professional services. Weil has stated its desire and willingness to act in these cases and render the necessary professional services as attorneys for the Debtors.

14. In addition to this Application, the Debtors have filed, or expect to file shortly, applications to employ: (i) Stretto, Inc., as claims and noticing agent and solicitation agent; (ii) PJT Partners LP, as investment banker; (iii) AlixPartners, LLP, as financial advisor; and (iv) Marcum LLP, as auditor. The Debtors may also file applications to employ additional professionals, in connection with the administration of these chapter 11 cases and the Debtors' ordinary course operations. Rather than resulting in any extra expense to the Debtors' estates, it

is anticipated that the efficient coordination of efforts of the Debtors' attorneys and other professionals will greatly add to the progress and effective administration of these chapter 11 cases.

15. As described in the Schrock Declaration, Weil will work with the Debtors' other professionals to ensure a clear delineation of each firm's respective roles in connection with representation of the Debtors in these chapter 11 cases to prevent duplication of services and ensure the case is administered in the most efficient fashion possible. It is anticipated that the efficient coordination of efforts of the Debtors' attorneys and other professionals will greatly add to the progress and effective administration of these chapter 11 cases.

Weil's Disinterestedness

16. To the best of the Debtors' knowledge, the partners of, counsel to, and associates of Weil do not have any connection with or any interest adverse to the Debtors, their creditors, or any other party-in-interest, or their respective attorneys and accountants, except as may be set forth in the Schrock Declaration.

17. Based upon the Schrock Declaration, the Debtors believe that Weil is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code. The Debtors have been informed that Weil will conduct an ongoing review of its files to ensure that no disqualifying circumstances arise. If any new relevant facts or relationships are discovered, Weil will supplement its disclosure to the Court.

Professional Compensation

18. As set forth in the Schrock Declaration, for the 90 days prior to the Petition Date, Weil received payments and advances in the aggregate amount of approximately \$8,100,000 for professional services performed and to be performed, including the commencement and

prosecution of these chapter 11 cases. Weil has a remaining credit balance in favor of the Debtors for professional services performed and to be performed, and expenses incurred and to be incurred, in connection with these chapter 11 cases in the amount of approximately \$273,614.36 (the “**Fee Advance**”). Weil intends to apply the Fee Advance to any outstanding amounts relating to the period prior to the Petition Date that were not processed through Weil’s billing system as of the Petition Date. Weil intends to retain the balance on account of services rendered and expenses incurred subsequent to the Petition Date.

19. The Debtors understand and have agreed that Weil hereafter will apply to the Court for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**Fee Guidelines**”), and any further orders of the Court (the “**Orders**”) for all professional services performed and expenses incurred after the Petition Date.

20. Subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, the Fee Guidelines, and the Orders, the Debtors propose to compensate Weil for services rendered at its customary hourly rates that are in effect from time to time, as set forth in the Schrock Declaration, and to reimburse Weil according to its customary reimbursement policies. The Debtors respectfully submit that Weil’s rates and policies stated in the Schrock Declaration are reasonable.

Notice

21. Notice of this Application will be provided to any party entitled to notice pursuant to Bankruptcy Rule 2002 and any other party entitled to notice pursuant to Bankruptcy Local Rule 9013-1(d).

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: January 15, 2023
Austin, Texas

CORE SCIENTIFIC, INC.
(and each of its affiliated debtors as Debtors
and Debtors in Possession)

/s/ Todd DuChene

Name: Todd DuChene
Title: President and Chief Legal Officer

Certificate of Service

I hereby certify that on January 15, 2023, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Alfredo R. Pérez
Alfredo R. Pérez

Exhibit A

Schrock Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
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In re:	§	
	§	Chapter 11
	§	
CORE SCIENTIFIC, INC., et al.,	§	Case No. 22-90341 (DRJ)
	§	
Debtors.¹	§	(Jointly Administered)
	§	

**DECLARATION OF
RAY C. SCHROCK IN SUPPORT OF
APPLICATION OF DEBTORS FOR AUTHORITY
TO RETAIN AND EMPLOY WEIL, GOTSHAL & MANGES LLP AS
ATTORNEYS FOR DEBTORS EFFECTIVE AS OF PETITION DATE**

Pursuant to 28 U.S.C. § 1746, I, Ray C. Schrock, hereby declare as follows:

1. I am a partner of the firm of Weil, Gotshal & Manges LLP (“**Weil**” or the “**Firm**”), an international law firm with principal offices at 767 Fifth Avenue, New York, New York 10153; regional offices in Houston and Dallas, Texas; Washington, D.C.; Miami, Florida; Boston, Massachusetts; Princeton, New Jersey; Redwood Shores, California; and foreign offices in London, United Kingdom; Frankfurt and Munich, Germany; Paris, France; Hong Kong; and Beijing and Shanghai, China.

2. I submit this declaration (this “**Declaration**”) in connection with the Application submitted on the date hereof (the “**Application**”)² of Core Scientific, Inc. and its

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

² Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Application.

debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order authorizing the Debtors to employ and retain Weil as their attorneys in the above-captioned chapter 11 cases, effective as of the Petition Date, at Weil’s normal hourly rates in effect from time to time and in accordance with Weil’s normal reimbursement policies, in compliance with sections 327(a), 328(a), 329, and 504 of title 11 of the United States Code (the “**Bankruptcy Code**”), and to provide the disclosure required under Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rules 2014-1 and 2016-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Local Rules**”). Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon Weil’s completion of further review, or as additional information regarding parties in interest becomes available, a supplemental declaration will be submitted to the Court reflecting such amended, supplemented, or otherwise modified information.

3. Neither I, Weil, nor any partner of, counsel to, or associate of the Firm represents any entity other than the Debtors in connection with these chapter 11 cases. In addition, except as set forth herein, to the best of my knowledge, after due inquiry, neither I, Weil, nor any partner of, counsel to, or associate of the Firm represents any party-in-interest in these chapter 11 cases in matters related to these chapter 11 cases.

Weil’s Disclosure Procedures

4. Weil, which employs approximately 1,100 attorneys, has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations. Weil has, in the past, represented, currently represents, and may, in the

future, represent, entities that are claimants or interest holders of the Debtors in matters unrelated to these chapter 11 cases. Some of those entities are, or may consider themselves to be, creditors or parties in interest in these chapter 11 cases or otherwise have interests in these cases.

5. In preparing this Declaration, I used a set of procedures developed by Weil to ensure compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Bankruptcy Local Rules regarding the retention of professionals by a debtor under the Bankruptcy Code (the “**Firm Disclosure Procedures**”). Pursuant to the Firm Disclosure Procedures, I performed, or caused to be performed, the following actions to identify the parties relevant to this Declaration and to ascertain Weil’s connection to such parties:

- a. A comprehensive list of the types of entities that may have contacts with the Debtors was developed through discussions with the Weil attorneys who have provided services to the Debtors and in consultation with the advisors to and senior management of the Debtors (the “**Retention Checklist**”). A copy of the Retention Checklist is attached hereto as **Exhibit 1**.
- b. Weil obtained information responsive to the Retention Checklist through several inquiries of the Debtors’ senior management and advisors and review of documents provided by the Debtors to Weil. Weil then used that information, together with other information identified by Weil, to compile a list of the names of entities that may be parties in interest in these chapter 11 cases (the “**Potential Parties in Interest**”).
- c. Weil maintains a master client database as part of its conflict clearance and billing records. The master client database includes the names of the entities for which any attorney time charges have been billed since the database was first created (the “**Client Database**”). The Client Database includes the name of all current and former clients, the name of the parties who are or were related or adverse to such current and former clients, and the names of the Weil personnel who are or were responsible for current or former matters for such clients. Weil’s policy is that no new matter may be accepted or opened within the Firm without completing and submitting to those charged with maintaining the conflict clearance system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the name of the matter, adverse parties, and, in some cases, parties related to the client or to an adverse party. Accordingly, the database is updated for every new matter undertaken by Weil. The accuracy of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

- d. Weil compared the names of each of the Potential Parties in Interest to client matters in the Client Database for which professional time was recorded during the two years prior to the comparison.³ Any matches to names in the Client Database generated by the comparison were compiled, together with the names of the respective Weil personnel responsible for the identified client matters (the “**Client Match List**”).
- e. A Weil attorney then reviewed the Client Match List and deleted obvious name coincidences and individuals or entities that were adverse to Weil’s clients in both this matter and the matter referenced on the Client Match List.
- f. Using information in the Client Database concerning entities on the Client Match List and making general and, if applicable, specific inquiries of Weil personnel, Weil verified that it does not represent and has not represented any entity on the Client Match List in connection with these chapter 11 cases.
- g. In addition, a general inquiry was sent by electronic mail to all Weil personnel (attorneys and staff) to determine whether any such individuals or any members of their households (i) own any debt or equity securities of the Debtors; (ii) hold a claim against or interest adverse to the Debtors; (iii) are or were officers, directors, or employees of the Debtors or any of the affiliates or subsidiaries; (iv) are related to or have any connections to Bankruptcy Judges for the Southern District of Texas; or (v) are related to or have any connections to anyone working for the U.S. Trustee.

Weil’s Connections with Debtors

6. Weil compiled responses to the foregoing inquiries for the purpose of preparing this Declaration. Responses to the inquiry described in paragraph 5(g) above reflect that, as of the Petition Date, Weil is not aware that any Weil personnel or member of the household of any Weil personnel holds any claims against, stock of, or other interests in the Debtors and that no such individuals held significant employment with the Debtors.

³ For purposes of the Firm Disclosure Procedures, Weil considers an entity a “former client” if professional time was recorded within the past two years, but all matters for such client have since been closed. Because the Firm Disclosure Procedures only reflect client activity during the past two years, matches to client matters outside that timeframe are not reflected in this Declaration.

7. Prior to the Petition Date, certain Weil attorneys clerked or otherwise worked with Bankruptcy Judges in the Southern District of Texas. Effective August 14, 2019, United States Bankruptcy Judge Christopher M. Lopez was appointed to the United States Bankruptcy Court for the Southern District of Texas. Prior to such appointment, Judge Lopez was employed by and counsel to Weil. Except for the foregoing, no Weil lawyers or support staff or their family members is related to or has any other connections to Bankruptcy Judges in the Southern District of Texas.

8. Since 2018, Weil has represented the Debtors with respect to various matters, including certain transactional and litigation matters. Beginning in October 2022, Weil has represented the Debtors with respect to the ongoing litigation with Celsius in the Celsius chapter 11 cases. At around the same time, Weil began advising the Debtors in connection with their evaluation and execution of certain strategic initiatives to help preserve and maximize the Company's enterprise value. Specifically, Weil was extensively involved in (i) prepetition negotiations with the Debtors' key economic stakeholders (including the Debtors' restructuring efforts as discussed in greater detail in the First Day Declaration), (ii) analyzing strategic alternatives with respect to the Debtors' capital structure and restructuring, (iii) negotiating and executing the RSA with the Ad Hoc Noteholder Group, and (iv) securing a \$75 million DIP Facility. Most recently, Weil has provided the necessary services to enable the Debtors to commence the above captioned chapter 11 cases. Weil was primarily responsible for the preparation of the chapter 11 petitions, initial motions, and applications relating to these chapter 11 cases and their commencement.

**Weil's Connections with Parties in Interest in
Matters Unrelated to These Chapter 11 Cases**

9. Either I, or an attorney working under my supervision, reviewed the connections between Weil and the clients identified on the Client Match List, and the connections between those entities and the Debtors. After such review, either I, or an attorney working under my supervision, determined, in each case, that Weil does not hold or represent an interest that is adverse to the Debtors' estates and that Weil is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, for the reasons discussed below.

10. Weil previously represented, currently represents, and may in the future represent the entities (or their affiliates) described below in matters unrelated to the Debtors and their chapter 11 cases. An entity is described as a "Current Client" if Weil has any open matters for such entity or a known affiliate of such entity and attorney time charges have been recorded on any such matters within the past two years. An entity is described as a "Former Client" if Weil represented such entity or a known affiliate of such entity within the past two years based on recorded attorney time charges on a matter, but all matters for such entity or any known affiliate of such entity have been formally closed. Disclosures relating to all other categories on the Retention Checklist, attached hereto as **Exhibit 2**, are the product of implementing the Firm Disclosure Procedures (the "**Disclosure Schedule**"). Except as otherwise disclosed herein, Weil has not represented, does not represent, and will not represent any entities listed on the Disclosure Schedule in matters directly related to the Debtors or these chapter 11 cases.

11. To the best of my knowledge and information, the annual fees for each of the last two years paid to Weil by any party listed on the Disclosure Schedule or its affiliates, on an aggregate basis, did not exceed 1% of the Firm's annual gross revenue, except for those fees

paid by the following entities: (i) TPG Global LLC and certain affiliates, (ii) Cumulus Coin LLC and certain affiliates, and (iii) INE, LLC and certain affiliates. Weil has represented and continues to represent TPG Global LLC and INE, LLC and certain of their respective affiliates in a variety of matters, all of which are unrelated to these chapter 11 cases.

12. In addition, Weil previously represented Michael Levitt, the Debtors' chief executive officer and director, in connection with certain board service matters. Weil last provided services to Mr. Levitt in 2019. In 2020, Weil represented GreensLedge Capital Markets LLC ("**GreensLedge**") in connection with a potential offering of preferred stock by the Debtors. The transaction was not consummated, and since August 2020, Weil has not provided any services to GreensLedge related to the Debtors.

13. In addition to the foregoing, through diligent inquiry, I have ascertained no connection, as such term is used in section 101(14)(C) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and Bankruptcy Rule 2014(a), between Weil and (i) the United States Trustee for Region 7 (the "**U.S. Trustee**") or any person employed by the U.S. Trustee, (ii) any attorneys, accountants, or financial consultants in these chapter 11 cases, or (iii) any investment bankers who represent or may represent the Debtors, claimants, or other parties in interest in these chapter 11 cases, except as set forth herein and on the Disclosure Schedule. As part of its practice, Weil appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, some of whom now, or may in the future, represent claimants and other parties in interest in these cases. Weil has not represented, and will not represent, any such parties in relation to the Debtors or their chapter 11 cases. Weil does not have any relationship with any such attorneys, accountants, financial consultants, or investment bankers that would be adverse to the Debtors or their estates.

14. Additionally, Weil has represented, and may currently represent, entities that hold, or may in the future hold, certain of the Debtors' debt in beneficial accounts on behalf of unidentified parties. Because distressed debt is actively traded in commercial markets, Weil may be unaware of the actual holder of such debt at any given moment. Weil also represents numerous entities in unrelated matters that may buy and/or sell distressed debt, claims, or equity interests of chapter 11 debtors. Moreover, from time to time, Weil is engaged by various entities that buy and/or sell distressed debt to analyze the capital structure of a distressed company based on a review of publicly available information. The Firm does not undertake such reviews after it has been engaged to represent any such company, including the Debtors, and does not view any public debt review as an adverse representation to the Debtors. Similarly, as a large firm, Weil may represent creditors/investors of or parties interested in investing in one or more parties in interest in these cases. Weil does not believe these relationships represent interests adverse to the estates.

15. Certain of the parties in interest in these chapter 11 cases are or were from time to time, members of ad hoc or official creditors' committees represented by Weil in matters unrelated to these chapter 11 cases. In such instances, Weil only represented the committee or group, and did not represent the creditors in their individual capacities. Weil does not and will not represent any of these parties in connection with these chapter 11 cases.

16. Despite the efforts described herein to identify and disclose Weil's connections with the parties in interest in these chapter 11 cases, and because the Debtors have numerous relationships, Weil is unable to state with certainty that every client relationship or other connection has been disclosed. Therefore, Weil will continue to apply the Firm Disclosure

Procedures. If any new material, relevant facts, or relationships are discovered or arise, Weil will promptly file a supplemental disclosure with the Court.

Weil Is Disinterested

17. Based on the foregoing, insofar as I have been able to ascertain after diligent inquiry, I believe Weil does not hold or represent an interest adverse to the Debtors' estates in the matters upon which Weil is to be employed and that Weil is "disinterested" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

Weil's Retainer, Rates, and Billing Practices

18. Weil is not a creditor of the Debtors. During the 90-day period prior to the Petition Date, Weil received payments and advances in the aggregate amount of approximately \$8,100,000 for services performed and expenses incurred, and also to be performed and incurred, including in preparation for the commencement of these chapter 11 cases. As of the Petition Date, Weil held an advance payment retainer of approximately \$273,614.36, subject to any amounts Weil intends to apply against the retainer as set forth in this Application.

19. Weil intends to charge the Debtor for services rendered in these chapter 11 cases at Weil's normal hourly rates in effect at the time the services are rendered. Weil's current customary hourly rates, subject to change from time to time, are \$1,375.00 to \$2,095.00 for partners and counsel, \$750.00 to \$1,345.00 for associates, and \$295.00 to \$530.00 for paraprofessionals.

20. Weil also intends to seek reimbursement for expenses incurred in connection with its representation of the Debtors in accordance with Weil's normal reimbursement policies, subject to any modifications to such policies that Weil may be required to make to comply

with orders of this Court, the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**Fee Guidelines**”). Weil’s disbursement policies pass through all out-of-pocket expenses at actual cost or an estimated actual cost when the actual cost is difficult to determine. For example, with respect to duplication charges, Weil will charge \$.10 per printed black and white page and \$.50 per color page because the actual cost is difficult to determine. Similarly, as it relates to computerized research, Weil believes that it does not make a profit on that service as a whole, although the cost of any particular search is difficult to ascertain. Other reimbursable expenses (whether the service is performed by Weil in-house or through a third-party vendor) include, but are not limited to, facsimiles, overtime, overtime meals, deliveries, court costs, cost of food at meetings, transcript fees, travel fees, and clerk fees.

21. No promises have been received by Weil, or any partner, counsel, or associate of Weil, as to payment or compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and the Fee Guidelines. Furthermore, Weil has no agreement with any other entity to share compensation received by Weil or by such entity.

22. The Application requests approval of Weil’s retention on rates, terms, and conditions consistent with what Weil charges non-chapter 11 debtors, namely, prompt payment of Weil’s hourly rates, as adjusted from time to time, and reimbursement of out-of-pocket disbursements at cost or based on formulas that approximate the actual cost where the actual cost is not easily ascertainable. Subject to these terms and conditions, Weil intends to apply for allowance of compensation for professional services rendered in these chapter 11 cases and for

reimbursement of actual and necessary expenses relating thereto, in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, the Fee Guidelines, and any other applicable procedures and orders approved by the Court.

Coordination with Other Professionals for Debtors

23. Weil is aware that the Debtors have submitted, or intend to submit, separate applications to retain, among others, (i) Stretto, Inc., as claims and noticing agent and solicitation agent; (ii) PJT Partners LP, as investment banker; (iii) AlixPartners, LLP, as financial advisor; and (iv) Marcum LLP, as auditor. Weil, in conjunction with the Debtors' management team, intends to monitor carefully and coordinate the efforts of all professionals retained by the Debtors in these chapter 11 cases and will delineate their respective duties so as to prevent duplication of services whenever possible. It is anticipated that the efficient coordination of efforts of the Debtors' attorneys and other professionals will greatly add to the progress and effective administration of these chapter 11 cases.

Attorney Statement Pursuant to Fee Guidelines

24. The following is provided in response to the request for additional information set forth in Appendix B, Paragraph D.1 of the Fee Guidelines.

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have

changed postpetition, explain the difference and the reasons for the difference.

Response: Weil represented the Debtors in the 12 months prior to the Petition Date. In 2022, Weil's hourly rates were \$1,250.00 to \$1,950.00 for partners and counsel, \$690.00 to \$1,200.00 for associates, and \$275.00 to \$495.00 for paraprofessionals. On January 1, 2023, Weil adjusted its standard billing rates for its professionals in the normal course. Paragraph 19 herein discloses the billing rates used by Weil from January 1, 2023, subject to annual adjustment.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: Weil is developing a prospective budget and staffing plan for these chapter 11 cases. Weil and the Debtors will review such budget following the close of the budget period to determine a budget for the following period.

25. The foregoing constitutes the statement of Weil pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b), and Bankruptcy Local Rules 2014-1 and 2016-1.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: January 15, 2023
New York, New York

/s/ Ray C. Schrock
Ray C. Schrock

Exhibit 1

Retention Checklist

- Debtors
- Debtors' Trade Names and Aliases (up to 8 years) (a/k/a, f/k/a, d/b/a)
- Bank Accounts
- Bankruptcy Judges and Staff for the Southern District of Texas
- Bondholders/Noteholders/Indenture Trustees
- Clerk of the Court for the Southern District of Texas
- Contract Counterparties (includes patents and intellectual property)
- Current Officers and Directors
- Affiliation of Current Officers and Directors
- Benefit Providers (Workers Compensation/Pension Plans/Third Party Administrators)
- Debtors Professionals (law firms, accountants and other professionals)
- Former Officers and Directors
- Insurance/Insurance Broker/Insurance Provider/Surety Bonds
- Landlords and Parties to Leases
- Lenders
- List of the Top 30 Unsecured Creditors
- List of the Creditors Holding the Top 100 Largest Unsecured Claims (Excluding Insiders)
- List of 5 Largest Secured Claims
- Litigation Counterparties/Litigation Pending Lawsuits (includes threatened litigation)
- Non-Debtor Affiliates and Subsidiaries
- Non-Debtor Professionals
- Official Committee of Unsecured Creditors
- Other Parties in Interest (Notice of Appearance Parties, and any other person or group appointed)
- Ordinary Course Professionals
- Other Secured Parties (Letters of Credit/ Issuers of Letters of Credit)
- Partnerships (if debtors is a partnership, its general and limited partners)
- Regulatory and Government Authorities – yellow not on excel but ran
- Secured Creditors
- Significant Competitors
- Significant Customers and Contract Counterparties
- Significant Shareholders (more than 5% of equity)
- Significant Vendors/Suppliers
- Taxing Authorities
- U.S. Attorney's Office for the Southern District of Texas
- UCC Search Results/UCC Lien Search Results
- Unions N/A
- United States Trustee and Staff for the Southern District of Texas
- Utility Providers/Utility Brokers

Potential Parties in Interest

Debtors:

Core Scientific Mining LLC
Core Scientific, Inc.
Core Scientific Acquired Mining LLC
Core Scientific Operating Company
Radar Relay, Inc.
Core Scientific Specialty Mining (Oklahoma) LLC
American Property Acquisition, LLC
Starboard Capital LLC
RADAR LLC
American Property Acquisitions I, LLC
American Property Acquisitions VII, LLC

Debtors' Trade Names and Aliases (up to 8 years) (a/k/a, f/k/a, d/b/a):

155 Palmer Lane, LLC
Blockcap, Inc.
Core Scientific Holdings Co.
Core Scientific, Inc.
GPU One Holdings, LLC
Mineco Holdings, Inc.
Power & Digital Infrastructure Acquisition Corp.
Radar Relay, LLC
XPDI

Bank Accounts:

Bank of America
City National Bank
Bremer Bank

Bankruptcy Judges and Staff for Southern District of Texas:

Judge David R. Jones
Judge Marvin Isgur
Judge Christopher M. Lopez
Judge Jeffrey P. Norman
Judge Eduardo V. Rodriguez
Peter Bray
Jason Marchand
Albert Alonzo
Rosario Saldan
Christina Bryan
Melissa Morgan-Faircloth
LinhThu Do
Mario Rios
Yvonne Ho
Samantha Warda

Dena Hanovice Palermo
Carol Felchak
Jeannie Chavez
Sam S. Sheldon
Shannon Jones

Bondholders/Noteholders/Indenture

Trustees:

U.S. Bank National Association

Clerk of the Court for Southern District of Texas:

Darlene Hansen
Nathan Ochsner

Contract Counterparties (includes patents and intellectual property)

(See Significant Customers and Contract Counterparties)

Current Officers and Directors:

Carol Haines
Darin Feinstein
Denise Sterling
Jarvis Hollingsworth
Jeff Pratt
Jeff Taylor
Katharine ("Katy") Hall
Kneeland Youngblood
Krista Rhynard
Kyle Buckett
Lynn Burgener
Matthew Brown ("Matt")
Matthew Minnis ("Matt")
Michael Bros
Michael Levitt ("Mike")
Neal P. Goldman
Russell Cann
Steve Gitlin
Todd DuChene
Weston Adams

Affiliation of Current Officers and Directors:

Baylor Health Care System Foundation
California Institute of Technology (Caltech)
Diamond Offshore Drilling, Inc.
Kayne Anderson BDC, LLC
Kayne Anderson Capital Advisors, L.P.

Kayne Anderson Energy Infrastructure Fund
Inc. (KYN)
Kayne Anderson NextGen Energy &
Infrastructure Inc. (KMF)
Laredo Petroleum, Inc.
Mackay Shields, LLC
Mallinckrodt Pharmaceuticals
Memorial Hermann Hospital System
Och Ziff Capital Management, LP
Pledgeling Technologies
Prostate Cancer Foundation
Scientific Games Corporation
Southwestern Medical Foundation
Talos Energy, Inc.
Teacher Retirement System of Texas
The Council on Foreign Relations
The Music Acquisition Corp
TPG Pace Beneficial Finance Corporation I and
II
Weatherford International

Benefit Providers:

(Workers Compensation/ Pension Plans
/Third Party Administrators)

Aetna
Aflac
Allstate Benefits
American Security and Protection Services LLC
Blue Cross Blue Shield CA
Blue Cross Blue Shield NC
BNY Mellon Bank
Chubb Personal Excess Liability Insurance
Citibank (Administered by PayFlex)
Delta Dental
Expensify Payments LLC
Farmers Group Select Home & Auto Insurance
Florida Blue
Globalization Partners Professional Services
Group Health Aetna
Guardian
Kaiser Permanente
MetLife
Optum Bank
Securitas Security Services USA, Inc.
TriNet - COBRA
TriNet HR III, LLC
Tufts
UnitedHealthcare (“UHC”)
Vision Service Plan (“VSP”)

Debtors Professionals:

AlixPartners LLP
PJT Partners LP
Stretto, Inc.
Weil, Gotshal & Manges LLP

Former Officers and Directors:

Aber Whitcomb
Alan Curtis
Brandon Curtis
Brett Harrison
Brian Neville
Bryce Johnson
Caleb Tebbe
Christel Sice
Christy Barwick
Clark Swanson
Colin Crowell
Dan Christen
Devon Eldridge
George Kollitides
Harlin Dean
Kevin Turner
Larry Rudolph
Matthew Bishop
Michael Truzpek
Peter Dorrius
Peter J. Novak
Peter Sladic
Sharon Orlopp
Stacie Olivares

**Insurance/Insurance Broker/Insurance
Provider/Surety Bonds:**

AmTrust
AON
Arch Specialty Ins. Co (via AmWins)
Ascot Syndicate No. 1414 (Ethos via AmWins)
Aspen Specialty Ins. Co (via AmWins)
AXIS Surplus Ins. Co (via Amwins)
Beazley (Lloyd's Syndicate 2623)
Beazley (Lloyd's Syndicate No. 2623 (Beazley
UK)
Beazley Insurance Company
Berkley National Insurance Company
Berkley Prof Liability
Berkshire Hathaway Specialty Ins. Company
CAC Specialty
Columbia Casualty Company (CNA)

Endurance American Specialty Insurance Company (Sompo)
 Federal Insurance Company (Chubb)
 General Casualty Co of WI (QBE)
 Harco National Insurance Company (360)
 Hiscox Insurance Company
 Kinsale Insurance Company (via Amwins)
 Landmark American Insurance Company (RSUI via Amwins)
 Lexington Insurance Company (AIG) via RT Specialty
 Lexington Insurance Company (via Amwins)
 Lloyd's Syndicate No. 2623 (Beazley UK)
 National Union Fire Ins. Co of Pittsburgh (AIG)
 Navigators Insurance Co (Hartford)
 Obsidian Specialty Insurance Company (Orion via RT Specialty)
 Pennsylvania Insurance Company (Applied via RT Specialty)
 Policies Held by PEOs TriNet and Globalization Partners
 QBE Insurance Corporation
 Starr Indemnity & Liability Co
 Swiss Re Corporate Solutions Capacity Ins. Corp (via Amwins)
 The Princeton Excess & Surplus Lines Ins. Co (Munich Re via Amwins)
 U.S. Customs and Border Protection
 Vantage Risk Specialty Insurance Company (RT Specialty)
 Wright National Flood Ins. Co (NFIP)
 XL Specialty Ins. Co.

Landlords and Parties to Leases:

Cheryl Ogle & the Crystal Ogle Management Trust
 City of Denton
 Dalton-Whitfield Joint Development Authority
 Elmington Property Management LLC
 Elmington Property Mgmt. LLC - Monarch Apartments
 Hannig Row Partnership
 Hudson GRC LLC
 Hurd Real Estate Associates
 Jobe Ranch Family Limited Partnership, Lessor (11/15/2021)
 Jobe Ranch Family Limited Partnership
 Liberty Point Apartments
 Minnkota Power Cooperative Inc.

Minnkota Power Cooperative, Lessor (Commercial Lease, Ground Lease)
 Mobley Holdings LLC - Liberty Point Apartments
 Monarch Apartment Homes
 Ncredible Properties
 Nodak Electric Cooperative
 Nodak Electric Cooperative Inc.
 Peerless Events & Tents LLC
 SRPF A QR Riversouth LLC
 The District
 The Preserve at Spring Creek
 Tien Yun Investments, LLC (dba TY Properties)
 Worksmith, Inc.

Lenders:

1994 Steinfeld Family Trust
 36th Street Capital
 ACM ELF ST, LLC (Atalaya)
 Amplify Transformational Data Sharing ETF
 Anchorage Lending CA, LLC
 Andrew Rosen 2004 Successor Insurance Trust
 Apollo Centre Street Partnership, L.P.
 Apollo Lincoln Fixed Income Fund, L.P.
 Apollo Moultrie Credit Fund, L.P.
 Apollo Tactical Value SPN Investments, L.P.
 Arctos Credit, LLC
 B. Riley Bridge Loan
 B. Riley Commercial Capital, LLC
 Bank of the West
 Barings BDC, Inc.
 Barings Capital Investment Corporation
 Barings Private Credit Corp
 Barkley Investments, LLC
 Better Downtown Miami LLC
 Birch Grove Strategies Master Fund LP
 BlackRock Credit Alpha Master Fund L.P.
 BlockFi
 BlockFi A
 BlockFi B
 BlockFi Lending, LLC
 Bremer Bank
 BRF Finance Co., LLC
 Brown Corporation
 Cannon Investments LLC
 Celsius Core LLC
 Corbin Opportunity Fund, L.P.
 Cryptonic Black, LLC
 David Sarner
 De Lage Landen Financial Services, Inc.
 Dell Financial Services L.L.C.

Douglas Lipton
 Ferro Investments Ltd.
 FGK Investments Ltd.
 Fidelity Capital Corp.
 First Sun Investments, LLC
 Frank Pollaro
 FTF Diversified Holdings, LP
 Galaxy Digital LP
 Garic Limited
 Genesis Global Capital, LLC
 Genesis Global Capital, LLC #1
 Greensledge Merchant Holdings, LLC
 Gullane Capital Partners, LLC
 Gullane Digital Asset Partners OP, LLC
 Gullane Digital Asset Partners, LLC
 HC NCBF Fund
 Holliswood, LLC
 Ibex Partners (Core) LP
 ICG CoreSci Holdings, LP
 Indigo Direct Lending, LLC
 James Pulaski
 Jason Capello
 John Badger Quinn
 John P. Joliet
 JPAS - Credit LLC ("JPAS" is Jordan Park
 Access Solutions)
 JPAS - Crypto Infrastructure-A S.P.
 JSK Partnership LLC
 Kensico Associates, L.P.
 Kensico Offshore Fund Master, Ltd
 KMR CS Holdings, LLC
 Leon J. Simkins Non-Exempt Trust FBO
 Michael Simkins
 Levbern Management LLC
 Liberty Commercial Finance, LLC
 Liberty Stonebriar
 Marsico AXS CS LLC
 Mass Mutual Barings
 Massachusetts Mutual Life Insurance Company
 Milos Core LLC
 Monbanc Inc.
 Neso Investment Group Ltd
 North Mill Equipment Finance
 North Star Leasing
 Northdata Holdings Inc.
 Novak
 NYDIG
 OIP SPV Core Scientific, LLC
 Omega Interceptor Restricted Ltd
 Pescadero Capital, LLC

Prime Alliance Bank
 Richard Katz 2016 GST Trust
 Robert Fedrock
 Sabby Volatility Warrant Master Fund, Ltd.
 SRPF A QR Riversouth LLC
 Stonebriar Commercial Finance LLC
 Stonebriar Finance Holdings LLC
 SunnySide Consulting and Holdings, Inc.
 TBC 222 LLC
 Tech Finance Corporation
 The Kimmel Family Foundation
 The Michael O. Johnson Revocable Trust
 The Obsidian Master Fund
 The Sear Family 1996 Trust
 The William R. Guthy Separate Property Trust
 TJC3 LLC
 Toyota Commercial Finance
 Transatlantic Mobility Holdings II LLC
 Trinity Capital Inc.
 U.S. Bank National Association
 VFS LLC
 Vineet Agrawal
 Wilmington Savings Fund Society, FSB
 Wolfswood Holdings LLC
 Wormser Family Partnership II, LP
 Wormser Family Partnership 11, LP
 XMS Core Convert Holdings LLC

List of the Top 30 Unsecured Creditors:

AAF International
 Amazon Web Services Inc.
 Bergstrom Electric
 BRF Finance Co., LLC
 CDW Direct
 CES Corporation
 Cherokee County Tax Collector
 Cooley LLP
 Dalton Utilities
 DK Construction Company
 Duke Energy
 FlowTx
 Gensler
 Harper Construction Company, Inc.
 Herc Rentals
 Kentucky Department of Revenue
 LiveView Technologies Inc.
 Marshall County Sheriff
 McDermott Will and Emery LLP
 Moss Adams LLP
 OP

Priority Power Management, LLC
 Reed Wells Benson and Company
 Securitas Security Services USA Inc.
 Shell Energy Solutions
 Sidley Austin LLP
 Tenaska Power Services Co
 Tenet Solutions
 Trilogy LLC
 U.S. Customs and Border Patrol

**List of the Creditors Holding the Top 100
 Largest Unsecured Claims (Excluding
 Insiders):**

A to Z pest Control and Services
 AAF International
 AccuForce HR Solutions LLC
 Acme Tools
 Altru Health System
 Amazon Business
 Amazon Web Services Inc.
 American Paper and Twine Co
 American Security and Protection Service LLC
 AT&T
 Averitt Express Inc.
 Bearden Industrial Supply
 Bergstrom Electric
 BlockFi Lending LLC
 C & W Facility Services, Inc.
 C.H. Robinson Company, Inc.
 Callahan Mechanical Contractors Inc.
 Carolina Recycling & Consulting LLC
 CES Corporation
 Charter Communications, Inc. (dba Spectrum)
 Cherokee County Tax Collector
 City of Calvert City
 Collier Electrical Service Inc.
 ComputerShare Inc.
 Condair Inc
 Dakota Carrier Network
 Data Sales Co Inc.
 Delaware Secretary of State
 DJNR Interactive LLC
 DK Construction Company
 Draffen Mart Inc.
 EPB of Chattanooga
 Equinix Inc.
 Equipment Depot of Kentucky Inc.
 Frontier Communications America Inc.
 Gensler
 Globalization Partners LLC

GreatAmerica Financial Services
 Grubhub Holdings Inc.
 Hannan Supply Company Inc.
 Herc Rentals
 IEWC Global Solutions
 Interstate Welding and Steel Supply
 J W Didado Electric LLC
 Jackson Purchase Energy Corporation
 Jacob John Novak
 Kelly Services Inc
 Lattice
 Lib Fin LLC
 Lisa Ragan Customs Brokerage
 Manpower
 Marble Community Water System
 Marnoy Interests Ltd.
 Marshall County Sheriff
 MassMutual Asset Finance LLC
 Moss Adams LLP
 Mountain Top Ice
 Onyx Contractors Operations, LP
 Optilink
 Proctor Management
 Reed Wells Benson and Company
 Regional Disposal and Metal LLC
 Resound Networks LLC
 Ricks Rental Equipment
 Robert Half Talent Solutions
 Securitas Security Services USA Inc.
 Slalom LLC
 Snelling
 Stonebriar Finance Holdings LLC
 Supreme Fiber LLC
 Technology Finance Corporation
 Temps Plus of Paducah Inc.
 Tenaska Colocation Services LLC
 Tennessee Valley Authority
 Truckload Connections, LLC
 US Customs and Border Patrol
 Waste Path Services LLC
 Water Works C&R, LLC
 XC Container LLC
 ZetaMinusOne LLC

List of 5 Largest Secured Claims:
 (See Significant Vendors/Suppliers)

**Litigation Counterparties/Litigation Pending
 Lawsuits (includes threatened litigation):**
 Benjamin Thomison & Alpha Asic

Harlin Dean
Jonathan Barrett, et al.
LV net, Mizrahi et al.
McCarthy Buildings Companies, Inc.
Mei Pang
Sphere 3d
Stayfirst Branding Agency

Non-Debtor Affiliates and Subsidiaries:

Core Scientific Partners GP, LLC (SMLLC)
Core Scientific Partners, LP
CSP Advisors, LLC (SMLLC)
CSP Liquid Opportunities Fund, LP
CSP Liquid Opportunities GP, LP
CSP Liquid Opportunities Master Fund, LP
CSP Liquid Opportunities Offshore Fund
(Exempted Ltd)
Team LLC
XPDI Sponsor LLC

Non-Debtors Professionals:

Arnold & Porter Kaye Scholer LLP
(Counsel for Prepetition Secured Lenders)
Duane Morris LLP
Ducera Partners
(Proposed as Investment Banker for the
Official Committee of Unsecured Creditors)
Moelis & Company LLC
Paul Hastings LLP
(Counsel for Ad Hoc Group of Secured
Convertible Noteholders)
Skadden, Arps, Slate, Meagher & Flom LLP
(Proposed Counsel for Ad Hoc Group of
Equity Security Holders)
Sidley Austin LLP
(Counsel of NYDIG ABL LLC)
Troutman Pepper Hamilton Sanders LLP
(Counsel for Dalton Utilities)
Willkie Farr & Gallagher LLP
(Proposed Counsel for the Official
Committee of Unsecured Creditors)

**Official Committee of Unsecured Creditor
Members and Professionals:**

Willkie Farr & Gallagher LLP
Ducera Partners
Dalton Utilities
Sphere 3D Corp.
BRF Finance Co., LLC (a B. Riley affiliate)

Other Parties in Interest:

(See Other Parties in Interest (Notice of
Appearance Parties, and any other person or
group appointed))

**Notice of Appearance Parties/Interested
Parties:**

36th Street Capital Partners, LLC
Barings BDC, Inc. (as prepetition secured
lenders)
Barings Capital Investment Corporation (as
prepetition secured lenders)
Barings Private Credit Corp. (as prepetition
secured lenders)
BlockFi, Inc.
CEC Energy Services LLC
City of Denton
Dalton Utilities
GEM Mining 1, LLC
GEM Mining 2, LLC
GEM Mining 2B, LLC
GEM Mining 3, LLC
GEM Mining 4, LLC
Harper Construction Company, Inc.
Huband-Mantor Construction, Inc.
Humphrey & Associates, Inc.
Marnoy Interests, Ltd. d/b/a Office Pavilion, or
Office Pavilion
MP2 Energy Texas, LLC d/b/a Shell Energy
Solutions
NYDIG ABL LLC (f/k/a Arctos Credit, LLC)
("NYDIG")
Prime Alliance Bank, Inc.
Priority Power Management, LLC
Sphere 3D Corp.
SRPF A QR Riversouth LLC
Tenaska Power Services Co.
Travis County (TX)
Trinity Capital Inc.
U.S. Bank National Association (as Prepetition
Note Agent and Collateral Agent)
Willkie Farr & Gallagher LLP
(Proposed Counsel for the Official
Committee of Unsecured Creditors)
Wingspire Equipment Finance, LLC

Ordinary Course Professionals:

Akin Gump Strauss Hauer & Feld LLP
Alston & Bird LLP
Andersen Tax LLC

Bitmain Technology Inc.
 Blue Ridge Law & Policy, P.C.
 Campbells Regulatory Services Limited
 CO Services Cayman Limited
 Cooley LLP
 CrossCountry Consulting LLC
 CSS Partners, LLC
 Cypress Advocacy, LLC dba Mindset
 Deloitte & Touche LLP
 Deloitte Tax LLP
 Deloitte Transactions and Business Analytics
 LLP
 Ernst & Young LLP
 Ernst & Young Product Sales LLC
 Ernst and Young US LLP
 Evercore Group LLC
 Faegre Drinker Biddle and Reath LLP
 Fishman Stewart PLLC
 Frost, Brown Todd LLC
 Gartner Inc.
 Gasthalter and Co LP
 Greenberg Traurig, LLP
 Holland and Hart LLP
 Ironclad, Inc.
 Jackson Walker LLP
 Kirkland and Ellis LLP
 KPMG LLP
 Marcum LLP
 McDermott Will & Emery LLP
 Mintz Group LLC
 Morgan, Lewis & Bockius LLP
 Moss Adams LLP
 Murphy & Grantland, P.A.
 NASDAQ Corporate Solutions, LLC
 NAVEX Global, Inc.
 Netgain Solutions, Inc.
 Oracle America, Inc.
 PricewaterhouseCoopers LLP
 Prickett Jones and Elliott PA
 Quinn Emanuel Urquhart & Sullivan, LLP
 Registered Agent Solutions, Inc.
 Resources Global Professionals
 Richards Layton and Finger PA
 Riverbend Consulting LLC
 Rowlett Hill Collins LLP
 Ryan & Associates
 Ryan LLC
 Sidley Austin LLP
 Sitrick and Company
 Snell & Wilmer

Sternhell Group
 Williams & Connolly LLP
 Workday, Inc.
 Workiva Inc.
 Frost, Brown Todd LLC

Proposed Ad Hoc Group of Equity Security

Holders and Professionals:

Skadden, Arps, Slate, Meagher & Flom LLP
 Custodian CSPB
 Douglas Abrams
 Eddie Griffin
 Jay Deutsch
 Lukasz Gottwald
 Mark Beaven
 The Rudolph Family Trust
 Todd Deutsch
 Two Trees Capital Limited BVI

**Other Secured Parties (Letters of Credit/
Issuers of Letters of Credit):**

N/A

**Partnerships (if debtors is a partnership, its
general and limited partners):**

N/A

Regulatory and Government:

(See Taxing Authorities)
 Environmental Protection Agency
 Internal Revenue Service ("IRS")
 Occupational Safety and Health Administration
 Securities and Exchange Commission ("SEC")
 U.S. Customs and Border Protection

Secured Creditors:

ABLe Communications, Inc.
 ComNet Communications, LLC
 Consolidated Electrical Distributors, Inc. dba
 Sun Valley Electric Supply
 Coonrod Electric Co, LLC
 Elliot Electric Supply, Inc.
 Harper Construction
 Housley Communications, Inc.
 Huband Mantor Construction Inc.
 Humfrey & Associates, Inc.
 LML Services dba FlowTx
 McElroy Metal Mill, Inc. dba McElroy Metal
 MK-Marlow Company, LLC
 Morsco Supply LLC dba Morrison Supply
 Company

Network Cabling Services, Inc.
 Priority Power
 Summit Electric Supply
 Sure Steel - Texas, LP
 T&D Moravits & Co.
 Texas AirSystems, LLC
 Wesley-Thompson Hardware, Inc.

Significant Competitors:

Argo Blockchain PLC
 Bitfarms Technologies Ltd.
 (fka Blockchain Mining Ltd.)
 Cipher Mining Inc.
 CleanSpark, Inc.
 Greenidge Generation Holdings Inc.
 Hive Blockchain Technologies Inc.
 Hut 8 Mining Corp.
 Iris Energy Ltd.
 Marathon Digital Holdings, Inc.
 Mawson Infrastructure Group Inc.
 Riot Blockchain, Inc.

Significant Customers and Contract

Counterparties:

1277963 B.C. Ltd dba Bitfield
 ADQ Financial Services LLC
 Agricultural Scientific LLC
 Aidant.ai
 AJT Trading, LLC
 Alloy Ventures Management LLC
 Argo Innovation Labs Inc.
 AsicXchange Team Inc.
 Atlas Technology Group LLC
 Bay Colony Law Center, LLC
 Bay Online Media
 Benjamin Rees
 BEP 888, LLC
 BEP 999, LLC
 Bitdeer, Inc.
 Bit Digital USA, Inc.
 Bitmain Development Inc.
 Bitmain Technologies Georgia Limited
 Bitmaintech PTE LTD
 Bizmatica Polska JSC
 Block One Technology
 Blockcap Inc.
 Blockchain United Mining Services
 Blockfusion Technologies
 Blue Hills Co, LLC
 Blue Torch Capital LP

Brent Jason Deboer
 Burdy Technology Limited
 BW Holdings, LLC
 CAC Global LLC
 CCP Credit Acquisition Holdings, L.L.C.
 Celsius Mining LLC
 Charles Aram
 Chris Chiovitti Holdings Inc.
 Clearly Leasing, LLC
 Colin Jacobs
 Colin Smith
 Compass Mining, Inc.
 Crypto Garden, Inc.
 Cumulus Coin LLC
 DCG Foundry LLC
 Digifarm Technologies Limited
 Dreams and Digital, LLC
 DUS Management Inc.
 Etcembly Ltd
 EverData, LLC
 EZ BlockChain LLC
 Flourishing Field Limited
 Gateway Korea Inc.
 GEM Mining
 Gilley Enterprises
 Global Star Holding Co.
 Goodrose 5009, Inc.
 Gopher, LLC
 GPU.ONE
 Greg Pipho
 Gryphon Digital Mining, Inc.
 Hanwha Energy USA Holdings Corporation
 Henry Ho
 Hewlett Packard Enterprise Company
 Hockomock Mining Company
 Horizon Kinetics
 Icons8
 Isoplex Inc.
 Israel Garcia
 Jacob McDaniel
 JAM Mining Corp.
 JMB Capital Partners Lending, LLC
 Kaboomracks, Inc.
 Kalon Investments, LLC
 Kristy-Leigh Minehan
 Lake Parime USA Inc.
 Leon Hadgis
 LivePerson, Inc.
 Lonestar Ole Git LLC
 Luxor Technology Corp

Mark Bordcosh
 Mineority Group
 Mineority Group LLC
 Mississippi Home Development
 N9+, LLC
 New Green Network LLC
 NextEra Energy Capital Holdings
 NFN8 Media, LLC
 Nissan North America, Inc.
 Nomura Corporate Funding Americas, LLC
 North Georgia Data LLC
 NVIDIA Corporation
 Pete Abdo
 Polyphase Capital, LLC
 Poolin Technology Pte. Ltd.
 Pure Storage, Inc.
 Quandefi Opportunities LLC
 Quantum Digital Network Assets, LLC
 Richard Norman
 Rio Verde Holdings Ltd
 River Financial Inc.
 RJW Digital Solutions
 RME Black 100, LLC
 RME Black 200, LLC
 RME Black 88, LLC
 Rodrigo Perusquia
 RPM Balance, Inc.
 Rudy Worrell
 Savage.io
 Seagen Inc.
 Sensika Technologies OOD
 Serge Marin
 Socrates Roxas
 Spring Mud LLC
 Summit Crypto Mining Limited
 Supplybit, LLC
 Tansley Equipment Limited
 Techshop Computers Ltd.
 Teslawatt
 The Allen Institute for Artificial Intelligence
 Timeless Digital Corp.
 T-Mobile USA, Inc.
 Tomek Group, LLC
 Tony Grijalva
 TYMIF Coin Ventures, LLC
 Union Jack, LLC
 UnitX
 US Digital Mining and Hosting Co., LLC
 Vaerus Mining SPV2 LLC
 VCV Power Mining Alpha LLC

William McCarter
 * *Certain Other Contract Counterparties of a
 Confidential Nature*

**Significant Shareholders (more than 5% of
 equity):**

Darin Feinstein
 Michael J. Levitt
 MPM Life LLC

Significant Vendors/Suppliers:

1872 Consulting LLC
 2012Exxact Corporation
 5Fastenation Inc.
 5STAR5 INC
 Abu Dhabi Ports Company PJSC – KIZAD
 Accent Awnings Inc.
 Adaptive Insights LLC
 Advanced Business Equipment
 Agility Logistics Corp
 Agora NW LLC
 AIM Summit FZE
 Aircraft Services Group Inc.
 Airflow Sciences Corporation
 Alation, Inc.
 Albacross Nordic AB
 Alfa Internationals Logistics Inc.
 Aliexpress
 Alliance Funding Group
 Allied Steel Buildings Inc.
 Allstream
 Alpha Miner LLC
 Alpha Vertical Inc.
 Alston and Bird LLP
 Alteryx Inc.
 American Registry for Internet Numbers Ltd
 Americord
 Ameri-Dedicated Inc.
 Andrew Ferraro
 Angel Bejarano Borrega
 Aon Consulting Inc.
 AON Risk Insurance Services West Inc.
 Applied Scale Technology
 ARIBA INC
 Armstrong Moving Solutions San Antonio LLC
 Arrow Exterminators
 Arrowfish Consulting
 Atlantic Trailer Leasing & Sales, LLC
 Atlas Mining
 Atrio Inc.
 AvTech Capital LLC

Bandy Transport Company	Ciemat
Barnhart Crane and Rigging Co	CIOReview
Beacon Building Products	Circular Technologies Inc.
Bearcom	Cision US Inc.
Belyea Company Inc.	Citadel Securities Corp Solutions
Benton Electric Supply Inc.	City Electric Supply
Bernard Klopfer	City of Bellevue - Tax Division
Better IT Solutions LLC	Cleerline Technology Group LLC
Big Ass Fans	Cloudflare Inc.
Bigbee Steel Buildings Inc.	CNA Insurance
Bigeye, Inc.	Cohen and Company LTD
Bitmain Development Inc.	Coin Center Inc.
Bitmain Technologies Limited	Coinbase Inc.
Bitwave	Coindesk Inc.
Black Box Network Services Inc.	Colo Properties Atlanta LLC
Blackline Safety Corp	Color Scapes Landscaping, Inc.
Blackpearl Management and Human Resource Consulting LLC	Commercial Acoustics
Blakes Cassels and Graydon LLP	Common Desk Austin LLC
Blockchain Association	Compensation Advisory Partners, LLC
Blue Cross Blue Shield of Texas	Comware
Bring Light and Sound LLC	ConGlobal Industries LLC
Broadridge ICS	Consero Global Solutions LLC
BTC Media	Consilio LLC
Building Image Group, Inc.	Constellation New Energy, Inc.
Built In Inc.	Container Monster LLC
Bureau Van Dijk Electronic Publishing Inc.	Convergint Technologies LLC
Business Wire Inc.	CoreWeave Inc.
BWS Acoustics	Covert Chrysler Dodge Jeep Ram
Calloway County Board of Education	Crescendo Collective LLC
Calvert Cafe LLC	Crestline Solutions LLC
Calvert City Municipal Water and Sewer	Critical Components Inc.
Canaan Convey Co Ltd	Crystal Caverns Spring Water LLC
Capital City Public Affairs LLC	Cunningham Golf and Utility Vehicles
Capxon Electronics Shenzhen Co Ltd	Cusip Global Services
Carolina Utility Customers Association	D16 LLC
Carpet Capital Fire Protection Inc.	Dakota Fire Protection Inc.
Carpet Capital Multi-System Inc.	Dalton Fence Company
CCR Corp	Dalton Service Inc.
CDW Direct	Databricks, Inc.
CDW Middle East FZ LLC	Datasite LLC
CenturyLink	David Herrington
Cesar Gomez Martin	Davis Wright Tremaine LLP
CFS Containers	Denton Chamber of Commerce Inc.
Chamber of Digital Commerce	Dentons Canada LLP
Chapeau!	DHL Express (USA) Inc.
Cherokee County Health Department	DigiCert Inc.
Cherokee Well Drilling	Digi-key
Chroma System Solutions, Inc.	Digital Asset Services Ltd
Chubb	Digital London Ltd
	Digital Mountain Inc.

Dillon Eldridge
 Distributed Ledger Inc.
 Dockery Auto Parts
 Dockzilla Co
 Docusign Inc.
 Dongguan Fa Site Electronic Technology Co
 Ltd
 Donnelley Financial Solutions
 DSV Air and Sea Inc.
 Eagle Promotions
 Eaton Corporation
 eCapital Advisors LLC
 Elasticsearch Inc.
 Electra Link Inc.
 Electric Power Engineers Inc.
 Electrical Com
 Elite Electric Company LLC
 Employer Solutions Resources LLC
 Engineered Fluids, Inc.
 EPIC ASIC Asia Limited
 Equisolve Inc
 ERI Economic Research Institute Inc.
 Ernest Industries Inc.
 Esteban LaSalle
 EvoTek
 Farm & Ranch Construction, LLC
 Farming with Stephanie LLC
 Fastenal Company
 Federico Bohn
 FedEx
 Felker Construction Company Inc.
 Fernando Manuel Sierra Pajuelo
 Fidelity Investments Institutional Operations
 Company LLC
 Financial Accounting Standards
 Board/Governmental Accounting Standards
 Board
 FINRA
 Fireblocks Inc.
 First Insurance Funding
 First National Capital LLC
 First-Line Fire Extinguisher Company
 Flexential Colorado Corp
 FlowTx
 ForensisGroup Inc.
 Forks Landscaping LLC
 Forum Communications Company
 Foshan Dilue Supply Chain Mgmt. Co Ltd
 Franchise Tax Board
 Free Transportation LLC

FreightEx Logistics LLC
 Frontline Shredding Inc.
 Frost Brown Todd Attorneys LLC
 FS.Com Inc.
 FXSA
 G.I. Joe Landscaping, LLC
 Gagnon & Miceli Freight Inc.
 Genesis Custody Limited
 Gibson and Associates Inc.
 Gilmore Kramer Co
 GitHub Inc.
 Glaze Supply Company Inc.
 Goldstein and Lee PC
 GoodHire
 Goodway Group Inc.
 Google LLC
 Grand Forks Utility Billing
 Great Sports Inc.
 Greatland Corporation
 Green Business Certification, Inc.
 Greenhouse Software Inc.
 GreensLedge Capital Markets LLC
 Greyline Partners LLC
 Griffin C Simerly
 Guardian Life
 Gustavo Melo Belfort
 Hamin Kang
 Hannig Row Partnership
 Harper Construction Company, Inc.
 Heapy
 Hill and Wilkinson Construction Group Ltd
 HM Tech LLC
 Holland LLC
 Holloway Updike and Bellen Inc.
 HubSpot Inc.
 Hudson Incentives Inc.
 Hughes Electric Paint & Supplies
 Human Rights Foundation
 Hurricane Electric LLC
 Hutchins Pallet Service, Inc.
 Hutchison and Steffen PLLC
 ICE Systems, Inc.
 ICI Mechanical LLC
 ICS Inc.
 IDC Research Inc.
 INE
 Integrated Networking Technologies LLC
 Integrity Door Solutions LLC
 Intralinks, Inc.
 Ironclad Inc.

Jackie L Bryan
 Javier Lazaro Jareno
 JBM Office Solutions
 JCL Energy LLC
 Joaquin Pablo Gonzalez
 Jobot
 John Furner
 Jonathan Barrett 2012 Irrevocable Trust dated
 May 31 2012
 Juan Jose Galan Lopez
 K and E Lawn Service LLC
 Katz Marshall and Banks LLP
 Keith Larry Watkins
 Kenco Material Handling Solutions LLC
 Kentucky Cabinet for Economic Development
 Kesco Air Inc.
 Kilpatrick Townsend and Stockton LLP
 King Ford
 Kings Road RV Park LLC
 Know Agency
 KnowBe4 Inc.
 Labor Finders
 Lake Effect Traffic LLC
 Lancaster Safety Consulting, Inc.
 Landstar Ranger Inc.
 Lane Powell PC
 LANshack Com
 Larry Ledford
 Lenz LLC
 Level 3 Communications LLC
 LHC Capital Partners Inc.
 LHH Recruitment Solutions
 LinkedIn Corporation
 LiveView Technologies Inc.
 Lockton Insurance Brokers LLC
 Logistica CryptoMining Repair LLC
 LRN Corporation
 Lukka Inc.
 M & S Patterson, Inc.
 Manley Four Little Pigs Inc.
 Manning Land LLC
 Marco Technologies LLC
 Marshall County Battery and Golf Carts Inc.
 Marshall County Tax Administrator
 McMaster-Carr
 MDSI Inc.
 Mediant Communications Inc.
 Megaport USA Inc.
 Meridian Equipment Finance LLC
 Michael Cruz

Microsoft Azure
 Mike Darling Films
 Miller Griffin and Marks PSC
 Mindset
 Mission Critical Facilities International, Inc.
 MJDII Architects Inc.
 MNP LLP
 Mobile Modular Portable Storage
 Monnit Corporation
 Monoprice Inc.
 M-RETS
 MSC Industrial Supply Co.
 Murphy and Grantland PA
 Murtco Inc.
 Muskogee City-County Port Authority
 Mustache Creative Studio
 Nancy C Sayers
 Nanning Dinggao Tech Limited
 National Association of Corp Directors
 Neeraj Agrawal
 Next Level Valet LLC
 NextLevel
 nference, Inc.
 Nicolas Carter
 Office of State Tax Commissioner
 Oklahoma Gas and Electric Company
 Oklahoma Tax Commission
 Okta Inc.
 Old Dominion Freight Line Inc.
 Old Republic National Title Ins. Co
 Omeir Cargo LLC
 Oncor Electric Delivery Company LLC
 Onestopmining Technologies Limited
 Onin Staffing, LLC
 OnlineComponents.com
 Oracle Capital LLC
 Orange Computers
 ORGDEV Limited
 Overhead Door Company of Clayton/Overhead
 Door Company of Tri State
 Parker Lynch
 Paulo Roberto Pereira de Souza Filho
 Pax ADR LLC
 Paycom Payroll LLC
 PeopleReady Inc.
 Pepsi MidAmerica
 Petter Business Systems
 Pioneer Abstract and Title Co of Muskogee Inc.
 Plant Tours Communications Company
 Platinum Platypus Inc.

Premier Fire and Security Inc.
 Prime Mowing and Property Management LLC
 Pure Water Technology of the Tri State Area
 LLC
 Pye-Barker Fire and Safety LLC
 Q4 Inc.
 Quality Water Financial LLC
 Quik Print of Austin Inc.
 Rack and Shelving Consultants
 Radiant PPC LLC
 Raymond Pope
 RBI USA Customs Services LLC
 RC Ventures Inc.
 Recycling Equipment Corporation
 Red Moon 88 LLC
 Reffett Associates
 Regents Capital Corporation
 Reliance Telephone Systems
 Rezvani Mining LLC
 Robson Forensic Inc.
 Rockwell Automation Inc.
 Roman Krasiuk
 Ruric Inc.
 SafetySkills LLC
 SAGE Capital Investments, LLC
 Salary.com LLC
 Salesforce.com, Inc.
 Say Technologies LLC
 Scott Malewig
 Sebastian Javier Marconi
 Sharp Business Systems
 Sharpertek
 Shermco Industries, Inc.
 Silver Fox Productions Inc.
 Silverpeak Special Situations Lending LP
 Slack Technologies LLC
 Smartsheet Inc.
 Smoky Mountain BBQ Company LLC
 Solomon Corporation
 Southeastern System Services Inc.
 Southern Cargo LLC
 Spectrum Business
 SpectrumVoIP Inc.
 Spotless Cleaning
 Stafftax Financial LLC
 Standby Service Solutions LLC
 State of Tennessee Department of Revenue
 Stone Tower Air LLC
 Summit Energy Services Inc.
 Summit Funding Group Inc.

Sunny Shah
 Sunnyside Consulting and Holdings Inc.
 SunValley Electric Supply
 SuperAcme Technology Hong Kong LTD
 Susan Oh Communications
 Synopsys Inc
 Synovus Bank
 Tag Resources LLC
 Tangent Energy Solutions Inc.
 Tango Lima, LP
 Tax Executives Institute Inc.
 TDIndustries Inc.
 Teague Nall and Perkins Inc.
 Technijian Inc.
 Technology Navigators LLC
 TechSource Global LLC
 Telecom Site Solutions LLC
 Telfi LLC
 Telles Global Consulting Inc.
 Temps Plus Inc.
 Tenaska Power Services Co
 Tenet Solutions
 Tennessee Valley Industrial Committee
 Texas Blockchain Council
 Texas Workforce Commission
 The Coindad LLC
 The Crown Restaurant
 The MacLellan
 The Specialty Company - TSC
 The Treadstone Group Inc.
 Thomson Reuters Tax and Accounting
 checkpoint
 Thycotic Software LLC
 Time Warner Cable
 Top Imprint Limited
 Tor Naerheim Brand Design LLC
 Total Quality Logistics LLC
 Tower Direct
 Trace3 LLC
 TRACS Manufacturing LLC
 Tractor and Palm Inc.
 Travis Asphalt
 Triangle Enterprises, Inc.
 Trilogy LLC
 TriNet COBRA
 Trinity Risk Solutions LLC
 True North Data Solutions US Inc.
 TXU Energy Retail Company LLC
 TY Properties
 U line

United Capital Partners
 United Rentals North America Inc
 United Rentals North America Inc.
 University of California, San Diego
 UPS Supply Chain Solutions Inc.
 Upstate Containers LLC
 Validus Power Corp
 Vandco Equipment
 VCheck Global LLC
 Veriedge LLC
 Veritext LLC
 Vesco Toyota Lift
 VMS Security Cloud Inc.
 Volt Management Corp
 Wachsmann PR LLC
 Waste Disposal Solutions Inc.
 Waterlogic Americas LLC
 Wells and West Inc.
 WEX Health Inc.
 Whitfield Electric Motor Sales & Service, Inc.
 Whitney J Beauxis
 Widseth Smith Nolting and Associates, Inc.
 Williams Farm LLC
 Williams Marston LLC
 Wilson Built Fab Shop
 Workplace Solutions Inc.
 Young MFG Inc.
 Zendesk Inc.
 Zeus Mining Co Ltd
 Zimney Foster PC
 Ziply Fiber
 Zoom Video Communications Inc.
 ZoomInfo Technologies

Taxing Authorities:

Austin, TX Lease - existing office (Worksmith)
 Austin, TX Lease - new office (Riversouth)
 California Franchise Tax Board
 Cedarvale, TX
 Cherokee County Tax Collector (NC)
 City of Calvert City (Calvert City, KY)
 City of Denton, TX
 Colorado Department of Revenue
 Dalton-Whitfield Joint Development Authority;
 Carl Campbell, Executive Director
 Eddie McGuire, Marshall County Sheriff
 (Benton, KY)
 Georgia Department of Revenue
 Internal Revenue Service

Jobe Ranch Family Limited Partnership, Lessor
 (11/15/2021)
 Kentucky Department of Revenue
 Kentucky State Treasurer
 King County Assessor (Seattle, WA)
 Marshall County (Kentucky) Department of
 Revenue
 Minnkota Power Cooperative
 ND Office of State Tax Commissioner
 North Carolina Department of Revenue
 North Dakota Department of Revenue
 North Dakota Office of State Tax Commissioner
 Oklahoma Department of Revenue
 State of Delaware - Division of Corporations
 Tennessee Department of Revenue
 Tennessee Valley Authority - Economic
 Development - Thomas Buehler (Calvert
 City)
 Texas Comptroller / Texas Comptroller - Sales
 & Use Tax
 Travis County, TX (Austin, TX HQ)
 US Customs and Border Protection
 Ward County Assessor (TX)
 Whitfield County Board of Assessors (Dalton,
 GA)

**U.S. Attorney's Office for Southern District
 of Texas:**

Jennifer Lowery

UCC Search Results/UCC Lien Search

Results:

ACM ELF ST LLC
 Anchorage Lending CA, LLC
 Arctos Credit, LLC
 Bank Financial
 Barings BDC, Inc.
 Barings Capital Investment Corporation
 Barings Private Credit Corp.
 BEAM Concrete Construction, Inc.
 C T Corporation System, as Representative
 Celsius Networks Lending LLC
 CIT Bank, N.A.
 CM TFS LLC
 ComNet Communications, LLC
 Consolidated Electrical Distributors, Inc. dba
 Sun Valley Electric Supply
 Contech Construction
 Contech, Inc.
 Convergent Technologies LLC

Coonrod Electric Co, LLC
 Corporation Service Company
 Dell Financial Services L.L.C.
 Elliot Electric Supply, Inc.
 GARIC INC.
 GARIC, INC.
 Gaylor Electric, Inc. d/b/a Gaylor, Inc.
 Graybar Electric Company Inc.
 Graybar Electric Company, Inc.
 Housley Communications, Inc.
 Huband-Mantor Construction Inc.
 Humphrey & Associates, Inc.
 Humprey & Associates, Inc.
 Imperial Fire Protection, LLC
 Indigo Commercial Funding, LLC
 LML Services dba FlowTx
 Maddox Industrial Transformer LLC
 MassMutual Asset Finance LLC
 McCarthy Building Companies Inc.
 McCarthy Building Companies, Inc.
 McCorvey Sheet Metal Works, LP
 McElroy Metal Mill, Inc. dba McElroy Metal
 MK Marlow Company, LLC
 Morsco Supply LLC dba Morrison Supply
 Company
 Network Cabling Services, Inc.
 North Mill Credit Trust
 NYDIG ABL LLC
 Power & Digital Infrastructure Corp.
 Priority Power
 Silverpeak Credit Partners LP, as Collateral
 Agent
 Stonebriar Commercial Finance LLC
 Stonebriar Finance Holdings LLC
 Summit Electric Supply
 Sure Steel - Texas, LP
 T&D Moravits & Co.
 TCF National Bank
 Texas AirSystems, LLC
 Toyota Industries Commercial Finance, Inc.
 VFSOX, LLC
 Way Mechanical
 Wesley-Thompson Hardware, Inc.
 XPDI Merger SUB, Inc.

Unions:

N/A

**United States Trustee and Staff for Southern
 District of Texas:**

Alethea Caluza
 Alicia Barcomb
 Brian Henault
 Christopher R. Travis
 Christy Simmons
 Clarissa Waxton
 Glenn Otto
 Gwen Smith
 Ha Nguyen
 Hector Duran
 Ivette Gerhard
 Jana Whitworth
 Jayson B. Ruff
 Kevin M. Epstein
 Linda Motton
 Luci Johnson-Davis
 Millie Aponte Sall
 Patricia Schmidt
 S. Michele Cox
 Stephen Statham
 Steven Whitehurst
 Valerie Goodwin
 Yasmine Rivera

Utility Providers/Utility Brokers:

Alpha Waste
 BalsamWest Fiber Net
 Calvert City Hall (Kentucky)
 Carolina Recycling
 CenturyLink
 Charter Communications, Inc. (dba Spectrum)
 Cogent Communications
 Countrywide Sanitation Co
 Dakota Carrier Network
 Dalton Utilities
 Dellcom (Dell Telephone)
 Denton Municipal Electric
 Dialog Telecommunications
 Digital Realty
 Dobson Fiber
 Duke Energy
 Duke Energy Carolinas
 Duke Energy Carolinas, LLC
 Frontier Communications
 GlobalGig
 Internal/Resound Networks
 Level 3 Communications LLC
 Logix Fiber Networks
 Lumen/CenturyLink
 Marble Community

Murphy Electric Power Board
NODAK Electric Cooperative
Optilink
Regional Waste
Resound Networks
Shell Energy Solutions
Starlink
TanMar Rentals, LLC
Tennessee Valley Authority
Time Warner Cable
Windstream Communications
Xcel Energy, Inc.

Exhibit 2**Disclosure Schedule**

Matched Entity	Relationship to Debtors	Relationship to Weil
ACM ELF ST, LLC (Atalaya)	Lenders UCC Search Results/UCC Lien Search Results	Affiliate or Subsidiary of Current Client
AlixPartners LLP	Debtors Professionals	Current Client
Amazon Business Amazon Web Services Inc.	List of the Creditors Holding the Top 100 Largest Unsecured Claims List of the Top 30 Unsecured Creditors	Related to Current Client
Apollo Centre Street Partnership, L.P. Apollo Lincoln Fixed Income Fund, L.P. Apollo Moultrie Credit Fund, L.P. Apollo Tactical Value SPN Investments, L.P.	Lenders	Affiliate or Subsidiary of Current Client
AT&T	List of the Creditors Holding the Top 100 Largest Unsecured Claims	Related to Current Client
Bank of America	Bank Accounts	Current Client
Bank of the West	Lenders	Affiliate or Subsidiary of Current Client
Barings BDC, Inc. Barings Capital Investment Corporation Barings Private Credit Corp. Mass Mutual Barings MassMutual Asset Finance LLC Massachusetts Mutual Life Insurance Company	Lenders Notice of Appearance / Interested Party UCC Search Results/UCC Lien Search Results	Affiliate or Subsidiary of Current Client
Berkshire Hathaway Specialty Ins. Company	Insurance/Insurance Broker/ Insurance Provider/Surety Bonds	Affiliate or Subsidiary of Former Client
BlackRock Credit Alpha Master Fund, L.P.	Lenders	Affiliate or Subsidiary of Current Client
Blue Torch Capital LP	Significant Customers and Contract Counterparties	Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
BW Holdings, LLC	Significant Customers and Contract Counterparties	Current Client and Affiliate or Subsidiary of Current Client
CAC Specialty	Insurance/Insurance Broker/ Insurance Provider/Surety Bonds	Current Client
CCP Credit Acquisitions Holdings, L.L.C.	Significant Customers and Contract Counterparties	Affiliate or Subsidiary of Current Client
CenturyLink Level 3 Communications LLC Lumen/CenturyLink	Significant Vendors/Suppliers Utility Providers/Utility Brokers	Current Client and Affiliate or Subsidiary of Current Client
Citadel Securities Corp Solutions	Significant Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Citibank (Administered by PayFlex)	Benefit Providers (Workers Compensation/Pension Plans/Third Party Administrators)	Affiliate or Subsidiary of Current Client
City National Bank	Bank Accounts	Affiliate or Subsidiary of Current Client
CoinBase, Inc.	Significant Vendors/Suppliers	Related to Current Client
CoinDesk Inc. DCG Foundry LLC Foundry Digital LLC Genesis Custody Limited Genesis Global Capital, LLC Genesis Global Capital, LLC #1	Lenders Significant Customers and Contract Counterparties Significant Vendors/Suppliers	Affiliate or Subsidiary of Current Client and Former Client
ConGlobal Industries LLC	Significant Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Cumulus Coin LLC	Significant Customers and Contract Counterparties	Affiliate or Subsidiary of Current Client
De Lage Landen Financial Services, Inc.	Lenders	Affiliate or Subsidiary of Former Client
Dell Financial Services L.L.C.	Lenders UCC Search Results/UCC Lien Search Results	Affiliate or Subsidiary of Current Client or Related to Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
DigiCert Inc.	Significant Vendors/Suppliers	Current Client
Ernst & Young LLP Ernst & Young Product Sales LLC Ernst and Young US LLP	Ordinary Course Professionals	Affiliate or Subsidiary of Former Client
Evercore Group LLC	Significant Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Faegre Drinker Biddle and Reath LLP	Ordinary Course Professionals	Related to Current Client
Farmers Group Select Home & Auto Insurance	Benefit Providers (Workers Compensation/Pension Plans/Third Party Administrators)	Affiliate or Subsidiary of Current Client
Ferro Investments Ltd.	Lenders	Related to Current Client
Frontier Communications Frontier Communications America Inc.	Utility Providers/Utility Brokers List of the Creditors Holding the Top 100 Largest Unsecured Claims	Affiliate or Subsidiary of Current Client
GreensLedge Capital Markets LLC Greensledge Merchant Holdings, LLC	Significant Vendors/Suppliers Lenders	Current Client and Affiliate or Subsidiary of Current Client
Grubhub Holdings Inc.	List of the Creditors Holding the Top 100 Largest Unsecured Claims	Affiliate or Subsidiary of Current Client
ICG CoreSci Holdings, LP	Lenders	Affiliate or Subsidiary of Current Client
INE	Significant Vendors/Suppliers	Current Client
Kaiser Permanente	Benefit Providers (Workers Compensation/Pension Plans/Third Party Administrators)	Related to Current Client
Kayne Anderson BDC, LLC Kayne Anderson Capital Advisors, L.P. Kayne Anderson Energy Infrastructure Fund Inc. (KYN) Kayne Anderson NextGen Energy & Infrastructure Inc. (KMF)	Affiliation of Current Officers and Directors (include senior management)	Current Client and Affiliate or Subsidiary of Current Client
Kelly Services Inc.	List of the Creditors Holding the Top 100 Largest Unsecured Claims	Related to Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Lexington Insurance Company (AIG) Lexington Insurance Company (via Amwins)	Insurance/Insurance Broker/ Insurance Provider/Surety Bonds	Affiliate or Subsidiary of Current Client
LinkedIn Corporation	Significant Vendors/Suppliers	Affiliate or Subsidiary of Current Client
Marathon Digital Holdings, Inc.	Significant Competitors	Current Client
Mintz Group LLC	Ordinary Course Professionals	Current Client
Moelis & Company, LLC	Non-Debtor Professionals	Affiliate or Subsidiary of Current Client
National Union Fire Ins Co of Pittsburgh (AIG)	Insurance/Insurance Broker/ Insurance Provider/Surety Bonds	Affiliate or Subsidiary of Current Client
Navigators Insurance Co (Hartford)	Insurance/Insurance Broker/ Insurance Provider/Surety Bonds	Affiliate or Subsidiary of Current Client
Nomura Corporate Funding Americas, LLC	Significant Customers and Contract Counterparties	Affiliate or Subsidiary of Current Client
NYDIG NYDIG ABL LLC NYDIG ABL LLC (f/k/a Arctos Credit, LLC) Arctos Credit, LLC	Lenders UCC Search Results/UCC Lien Search Results Notice of Appearance / Interested Party	Affiliate or Subsidiary of Current Client
Och Ziff Capital Management, LP (n/k/a Sculptor Capital Management, Inc.)	Affiliation of Current Officers and Directors (include senior management)	Current Client and Affiliate or Subsidiary of Current Client
PJT Partners LP	Debtors Professionals	Current Client
QBE Insurance Corporation General Casualty Co of WI (QBE)	Insurance/Insurance Broker/ Insurance Provider/Surety Bonds	Related to Current Client
Securitas Security Services USA, Inc.	List of the Creditors Holding the Top 100 Largest Unsecured Claims List of the Top 30 Unsecured Creditors Benefit Providers (Workers Compensation/Pension Plans/Third Party Administrators)	Affiliate or Subsidiary of Current Client
Shell Energy Solutions	List of the Top 30 Unsecured Creditors	Related to Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
MP2 Energy Texas LLC d/b/a Shell Energy Solutions	Utility Providers/Utility Brokers Notice of Appearance / Interested Party	
Stonebriar Commercial Finance LLC Stonebriar Finance Holdings LLC	Lender UCC Search Results/UCC Lien Search Results	Affiliate or Subsidiary of Current Client
Time Warner Time Warner Cable	Significant Vendors/Suppliers Utility Providers/Utility Brokers	Related to Current Client
TPG Pace Beneficial Finance Corporation I and II	Affiliation of Current Officers and Directors (include senior management)	Affiliate or Subsidiary of Current Client
U.S. Bank, National Association	Bondholders/Noteholders/Indenture Trustees Lenders Notice of Appearance / Interested Party	Affiliate or Subsidiary of Current Client
WEX Health Inc.	Significant Vendors/Suppliers	Affiliate or Subsidiary of Current Client
ZoomInfo Technologies	Significant Vendors/Suppliers	Current Client

Exhibit B

DuChene Retention Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§ § § § § § §	Chapter 11
CORE SCIENTIFIC, INC., et al.,	§ § § § § § §	Case No. 22-90341 (DRJ)
Debtors.¹	§ § § § § § §	(Jointly Administered)

**DECLARATION OF TODD DUCHENE
IN SUPPORT OF APPLICATION OF
DEBTORS FOR AUTHORITY TO RETAIN AND
EMPLOY WEIL, GOTSHAL & MANGES LLP AS
ATTORNEYS FOR DEBTORS EFFECTIVE AS OF PETITION DATE**

Pursuant to 28 U.S.C. § 1746, I, Todd DuChene, hereby declare as follows:

1. I am the President and Chief Legal Officer of Core Scientific, Inc. (“**Core Scientific**,” and, collectively with its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession, the “**Debtors**”). In my current role, I am responsible for, among other things, overseeing the Debtors’ legal department and managing legal fees and expenses.

2. Commencing on December 21, 2022 (the “**Petition Date**”), the Debtors each filed with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

3. I submit this Declaration in support of the Debtors' application (the "**Application**"), pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code, Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") and Rules 2014-1 and 2016-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the "**Bankruptcy Local Rules**"), for authority to employ and retain Weil, Gotshal & Manges LLP ("**Weil**" or the "**Firm**"), as attorneys for the Debtors in the above-captioned chapter 11 cases effective as of the Petition Date.²

4. This Declaration is provided pursuant to Appendix B, Paragraph D.2 of the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the "**Fee Guidelines**"). Except as otherwise indicated herein, the facts set forth in this Declaration are based upon my personal knowledge, information provided to me by the Debtors' advisors, or my opinion based upon knowledge and experience as President and Chief Legal Officer of Core Scientific. I am authorized to submit this Declaration on behalf of the Debtors.

5. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that their bankruptcy professionals are subject to the same client-driven market forces, security, and accountability as professionals in non-bankruptcy engagements. The Debtors chose Weil based upon Weil's prior experience with the Debtors, its reputation and experience in the restructuring field generally, and upon the Debtors' particular circumstances. Since 2018, Weil has represented the Debtors with respect to

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Application.

various matters, including certain transactional and litigation matters. Beginning in October 2022, Weil has represented the Debtors with respect to their ongoing litigation with Celsius in the Celsius chapter 11 cases. At around the same time, Weil began advising the Debtors in connection with their evaluation and execution of certain strategic initiatives to help preserve and maximize the Company's enterprise value. As a result of its prepetition engagement, Weil possesses an in-depth knowledge of the Debtors' capital structure and has gained additional insight into the current condition of the Debtors' industry, business, and operations. Specifically, Weil was extensively involved in (i) prepetition negotiations with the Debtors' key economic stakeholders (including the Debtors' restructuring efforts as discussed in greater detail in the First Day Declaration), (ii) analyzing strategic alternatives with respect to the Debtors' capital structure and restructuring, (iii) negotiating and executing the RSA with the Ad Hoc Noteholder Group, (iv) securing a \$75 million DIP Facility, and (v) the preparation and commencement of these chapter 11 cases. Accordingly, the Debtors believe Weil is uniquely situated with the necessary background to address the potential legal issues that may arise in the context of the Debtors' chapter 11 cases.

6. As the President and Chief Legal Officer at Core Scientific, I am familiar with the terms of Weil's engagement. Weil has confirmed to me that the Firm does not vary its billing rates or the material terms of an engagement depending on whether such engagement is a bankruptcy or a non-bankruptcy engagement. Weil has advised me that its current customary U.S. hourly rates are \$1,375.00 to \$2,095.00 for partners and counsel, \$750.00 to \$1,345.00 for associates, and \$295.00 to \$530.00 for paraprofessionals. It is my understanding that Weil reviews and adjusts its billing rates annually. Weil has advised me that it will inform the Debtors of any adjustment to its existing rate structure.

7. I am informed by Weil that its attorneys' billing rates are aligned each year to ensure that its rates are comparable to the billing rates of its peer firms. To the extent that there is any disparity in such rates, however, I nevertheless believe that Weil's retention by the Debtors is warranted in these cases for the reasons set forth in the Application.

8. I understand that Weil's fees and expenses will be subject to periodic review during the pendency of these chapter 11 cases by, among other parties, the Office of the U.S. Trustee and the Debtors, in accordance with the terms of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and any orders of the Court governing the procedures for approval of interim compensation of professionals retained in chapter 11 cases.

9. As the President and Chief Legal Officer of Core Scientific, I supervise and manage legal fees and expenses incurred by the Debtors' outside counsel. Either I or the Debtors' other in-house counsel reviews the Debtors' outside counsel invoices and authorizes all legal fees and expenses prior to the payment of such fees to outside counsel. In so doing, we assure that all requested fees and expenses are reasonable and correspond with necessary or beneficial services rendered on behalf of the Debtors and their estates. The aforementioned review and approval process does not differ when the Debtors employ outside counsel for non-bankruptcy matters. Moreover, Weil has informed me that the Debtors will be provided with the opportunity to review all invoices and request adjustments to such invoices to the extent that the Debtors determine that such adjustments are necessary and appropriate, which requests will be carefully considered by Weil.

10. I will continue to review the invoices that the Debtors submit and, together with Weil, amend such invoices as necessary.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: January 15, 2023
Austin, Texas

By: /s/ Todd DuChene
Todd DuChene
President and Chief Legal Officer
Core Scientific, Inc.